Wyche, Burgess, Freeman & Parham

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December 27, 1978

TELEPHONE 803-242-3131

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CARL F. MULLER RECORDATION NO.... Interstate Commerce Commission

12th & Constitutional Avenues NEC 27 1978 - 3 40 PM Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION Mrs. Lee, Room 1227 Attention:

9365 RECORDATION NO.

DEC 27 1978 -3 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

I transmit for filing the following documents:

Management Agreement dated as of December 27, 1978 between National Railway Utilization Corporation , Owner, covering ten (10)Xm and Buck Mickel 70-ton, 50'6" Boxcars bearing Road Numbers NSL 150484-NSL 150493 (both inclusive).

Security Agreement between The South Carolina National Bank, as Secured Party, and Buck Mickel, the Debtor.

The address for National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pennsylvania 19102.

The address for The South Carolina National Bank is P. O. Box 969, Greenville, S. C.

The address for Buck Mickel , (as Owner and Debtor) is 415 Crescent Avenue, Greenville, S. C. 29604.

Our check is enclosed to cover the filing fee in the amount of \$100.00 for both documents. Please return the original and one certified copy to William W. Kehl, Esquire, P. O. Box 10207, Greenville, S. C. 29603, with the recording certification data stamped thereon.

Very truly yours,

Ca cul

William W. Kehl

WWK:bjm

Enclosures

AMENDMENT dated as of October 1, 1981 to that certain CERTIFICATE OF ACCEPTANCE issued under a MANAGEMENT AGREEMENT dated as of December 27, 1979 between Buck Mickel (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION (termed INTERSTATE COMMERCE COMMISSION

WHEREAS, Owner and Manager have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Management Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

NSL 150484 - NSL 150493

to the following:

MISS 150484 - MISS 150485 NSL 150486 MISS 150487 - MISS 150489 NSL 150490 - NSL 150491 MISS 150492 - MISS 150493

IN WITNESS WHEREOF, Owner and Manager each pursuant to due authority, have caused these presents to be duly executed.

Witness L. Hatcher

(Queida D. Barnett

Witness

State of South Carolina ss: County of Animalia day of Atolor , 1981, before me personally appeared Auth T Threhan , to me personally known, who, being by me duly sworn, says that he and the other witness, Olinda D. Changet , personally witnessed Such Thickel , as Owner, duly sign the within Amendment that the execution of the foregoing instrument was the free act and deed of said Owner.	
(Notarial Seal)	Patricia a. motes Notary Public of South Carolina
My Commission Expires: Juvuny 22, 1982	
(SEAL)	NATIONAL RAILWAY UTILIZATION CORPORATION BY Richard J. Kelly Vice President
	ATTEST Jarbans & Jagan Barbara A. Fagan Assistant Secretary
Commonwealth of Pennsylvania: ss:	
County of Philadelphia:	
On this day of , 1981, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.	
(Notarial Seal)	Notary Public of Pennsylvania
My Commission Expires: MARTHA T. MILLS Notary Public, Phila, Co. My Commission Expires March 5, 1984	